U.S. DEPARTMENT OF COMMERCE PATENT AND TRADEMARK OFFICE

DECLARATION

ATTORNEY'S DOCKET NO. 2656/2

As a below named inventor, I hereby declare that:

_____My_residence,_post_office_address,_and_citizenship_are_as_stated_below_next_to_my_name,

I believe I am an original, first, and joint inventor of the subject matter that is claimed and for which a patent is sought on the invention entitled ENHANCED MATCHING APPARATUS AND METHOD FOR POST-TRADE PROCESSING AND SETTLEMENT OF SECURITIES TRANSACTIONS, the specification of which is attached hereto.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims.

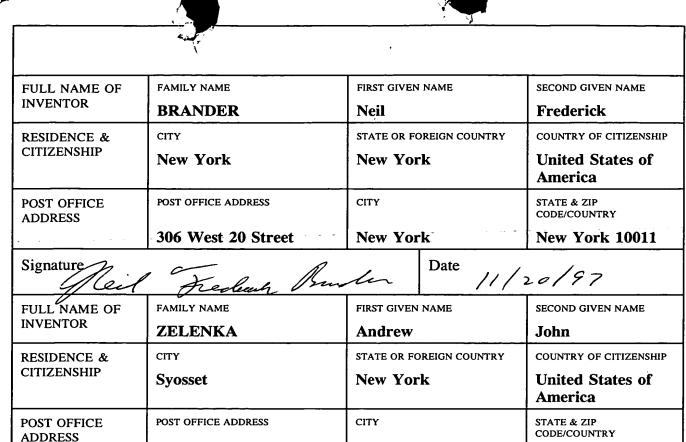
I acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, § 1.56(a).

SEND CORRESPONDENCE, AND DIRECT TELEPHONE CALLS TO:

KENYON & KENYON One Broadway New York, New York 10004 (212) 425-7200 (phone) (212) 425-5288 (facsimile)

I declare that all statements made herein of my own knowledge are true and all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under § 1001 of Title 18 of the United States Code and that such willful statements may jeopardize the validity of the application or any patent issuing thereon.

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37 Woodland Avenue

Signature

Date

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New York 11791





APPOINTMENT OF POWER OF ATTORNEY BY ASSIGNEE OF ENTIRE INTEREST

The Depository Trust Company, as assignee of the entire right, title, and interest in the application for patent entitled ENHANCED MATCHING APPARATUS AND METHOD FOR POST-TRADE PROCESSING AND SETTLEMENT OF SECURITIES TRANSACTIONS which is being filed concurrently herewith, does hereby appoint Edward J. Handler, III (Reg. No. 25,507, Felix L. D'Arienzo, Jr (Reg. No. 27,631) and Caleb J. Pollack (Reg. No. 37,912) as my attorneys/agents with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

Please address all communications regarding this application to:

KENYON & KENYON
One Broadway
New York, New York 10004

Please direct all telephone calls to (212) 425-7200.

THE DEPOSITORY TRUST COMPANY 55 Water Street New York, New York 10041

Dated: 11/20, 1997

By: Carl H. Urist
Title: Vice President

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